

**Exhibit A**

Proposed Order

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re

TPC GROUP INC, *et al.*,

*Debtors.*<sup>1</sup>

Chapter 11

Case No. 22-10493 (CTG)

Jointly Administered

BAYSIDE CAPITAL, INC. and  
CERBERUS CAPITAL  
MANAGEMENT, L.P

*Plaintiffs-Appellants,*

v.

TPC GROUP INC.,

*Defendant-Appellee,*

-and-

THE AD HOC NOTEHOLDER GROUP,

*Intervenor-Defendant-  
Appellee.*

Adv. Pro. No. 22-50372 (CTG)

Civ. Action No. \_\_\_\_\_

**ORDER GRANTING EMERGENCY MOTION OF APPELLANTS  
BAYSIDE CAPITAL, INC. AND CERBERUS CAPITAL MANAGEMENT, L.P.  
FOR STAY OF EFFECTIVENESS AND ENFORCEMENT OF ORDER AND  
JUDGMENT PENDING APPEAL PURSUANT TO BANKRUPTCY RULE 8007**

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<sup>1</sup> The Debtors in these Chapter 11 cases, and the last four digits of their federal tax identification numbers, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77042.

Upon the motion (the “Motion”)<sup>2</sup> of Plaintiffs-Appellants Bayside Capital, Inc. and Cerberus Capital Management, L.P. (collectively, “Appellants”) for entry of an order, pursuant to Rule 8007 of the Federal Rules of Bankruptcy Procedures, granting a stay pending Appellants’ appeal of the Bankruptcy Court’s *Order* dated July 8, 2022 [Adv. Proc. No. 22-50372, A.D.I. 74] and *Judgment* dated July 8, 2022 [Adv. Proc. No. 22-50372, A.D.I. 75], all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 158 and 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The effectiveness of the Order and Judgment and enforcement thereof, including any matters attendant thereto, are stayed pending resolution of Appellants’ pending appeal of the Order and Judgment.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.